

Canadian Pacific

REGISTRATION NO. 7933

Filed 1425

FEB 24 1984 12 54 PM

February 17, 1984

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

Fee \$

10.00

ICC Washington, D. C.

Dear Sir:

Re: Canadian Pacific Limited
Equipment Trust Series "V"

This refers to the Equipment Trust Agreement dated as of May 15, 1975, between First National Bank of Minneapolis and Canadian Pacific Limited and recorded with the United States Interstate Commerce Commission on May 23, 1975, at 12:20 p.m., Recordation No. 7933.

Supplemental Agreements dated as of May 15, 1975, May 19, 1977 and November 4, 1977 have been filed as well with the United States Interstate Commerce Commission on June 23, 1975, June 22, 1977 and December 9, 1977, respectively. Recordation Nos. 7933-A, 7933-B and 7933-C.

It has become necessary to renumber certain equipment. Consequently, a further Supplemental Agreement dated as of February 17, 1984, has been executed by First National Bank of Minneapolis and Canadian Pacific Limited for that purpose.

Transmitted herewith are three original counterparts (two for the Commission's files and one for stamping by the Commission of the recordation information and return to the messenger handing you this letter) of the Supplemental Agreement dated as of February 17, 1984, as well as a cheque to cover the recordation fee.

It is requested that you proceed with the recordation of the Supplemental Agreement pursuant to Section 20c of the Interstate Commerce Act and you return one counterpart to the messenger handing you this letter.

.../2

Developed - Gould. Clough

Secretary
Interstate Commerce Commission
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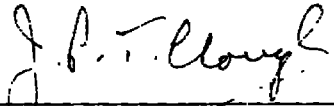
The names and addresses of the parties to
the Supplemental Agreement are as follows:

First National Bank of Minneapolis
120 South Sixth Street
Minneapolis, Minnesota 55480
U.S.A.

Canadian Pacific Limited
910 Peel Street
Montreal, Quebec
H3C 3E4
Canada

I am an Executive Officer of Canadian
Pacific Limited and have knowledge of the matter set
forth herewith.

Yours very truly,



J.P.T. Clough
Vice-President
Finance and Accounting

SUPPLEMENTAL AGREEMENT dated as of the 17th day of
February, 1984. 7933-2

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BY AND BETWEEN:

FIRST NATIONAL BANK OF MINNEAPOLIS
a national banking association, as
Trustee (hereinafter called the
"Trustee")

AND:

CANADIAN PACIFIC LIMITED,
a corporation duly organized and
existing under the laws of Canada
(hereinafter called the "Company")

WHEREAS CANADIAN PACIFIC LIMITED EQUIPMENT TRUST, SERIES
"V", was constituted by the Equipment Trust Agreement dated as of
May 15, 1975 (hereinafter called the "Trust Agreement") by and
between the Trustee and the Company; and

WHEREAS the Trust Agreement was filed and recorded with the
United States Interstate Commerce Commission on May 23, 1975, at
12:20 p.m., Recordation No. 7933, pursuant to Section 20c of the
Interstate Commerce Act, as amended, and duly deposited in the
office of the Registrar General of Canada on May 23, 1975, at 2:30
p.m., notice of such deposit having been duly published in the
Canada Gazette on June 21, 1975; and

WHEREAS by Supplemental Agreement dated as of May 15, 1975,
filed and recorded with the United States Interstate Commerce
Commission on June 23, 1975 at 11:15 a.m., Recordation No. 7933-A,
and duly deposited in the office of the Registrar General of
Canada on June 16, 1975 at 11:30 a.m., notice of such deposit
having been published in the Canada Gazette on July 5, 1975, the
Trust Agreement was amended by adding a new subparagraph (g) to
Section 5.1 of Article V; and

WHEREAS by Supplemental Agreement dated as of May 19, 1977,
filed and recorded with the United States Interstate Commerce
Commission on June 22, 1977 at 4:05 p.m., Recordation No. 7933-B,
and duly deposited in the office of the Registrar General of

Canada on June 21, 1977, at 11:00 a.m., notice of such deposit having been duly published in the Canada Gazette on July 16, 1977, the Trust Agreement was amended by renumbering certain of the Trust Equipment; and

WHEREAS, the Trust Equipment renumbered by the Supplemental Agreement dated as of May 19, 1977, was also modified from 52'8" 70 ton box cars to 52'8" 100 ton box cars; and

WHEREAS by Supplemental Agreement dated as of November 4, 1977, filed and recorded with the United States Interstate Commerce Commission on December 9, 1977, at 12:55 p.m., Recordation No. 7933-C, and duly deposited in the Office of the Registrar General of Canada on December 9, 1977 at 1:15 p.m., notice of such deposit having been duly published in the Canada Gazette on January 14, 1978, certain equipment as therein described was subjected to the Trust Agreement replacing equipment to be sold to a third party; and

WHEREAS Section 4.6 of the Trust Agreement provides that the Company shall not change or permit to be changed, the numbers of any of the Trust Equipment (as defined in the Trust Agreement) except in accordance with a statement of new numbers to be substituted therefor, to be filed with the Trustee by the Company as well as filed and recorded in like manner as the Trust Agreement; and

WHEREAS the Company desires to further amend the Trust Agreement by renumbering one (1) 89'4" 40 ton bi-level flat car numbered CP540202 described in said Supplemental Agreement dated November 4, 1977 to which renumbering the Trustee has consented, and the parties desire to enter into this Supplemental Agreement for the purpose of evidencing such renumbering pursuant to Section 4.6;

NOW THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

1. That the description of one (1) bi-level flat car described in the Supplemental Agreement dated November 4, 1977 is hereby amended by changing the number of said unit as follows:

PREVIOUS NUMBER

CP540202

RENUMBERED

CP542500

2. That upon the above-described equipment being so renumbered, the said equipment shall remain Trust Equipment within the meaning of the Trust Agreement and shall be subject to all the terms and provisions thereof.

IN WITNESS WHEREOF the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

FIRST NATIONAL BANK OF MINNEAPOLIS,

Trustee,

(SEAL)
ATTEST

By:

W. L. B. — Vice President

By:

Frank — Vice President

Kay Robinson
Trust Officer

CANADIAN PACIFIC LIMITED

By:

J. L. Lough Vice-President
Finance and Accounting

(SEAL)

By:

R. C. Luch

ASSISTANT SECRETARY

STATE OF *Minnesota*)
COUNTY OF *Hennepin*) ss:

On this *31st* day of *January*, 1984, before me personally appeared *J. H. Anderson*, to me personally known, who, being by me duly sworn, says that he is a *Vice President* of FIRST NATIONAL BANK OF MINNEAPOLIS, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

(SEAL)

My commission expires

PROVINCE OF QUEBEC)
CITY OF MONTREAL) ss:

On this *16th* day of *JANUARY*, 1984, before me personally appeared *R.E. Church*, to me personally known, who, being by me duly sworn, says that he is an *Assistant Secretary* of CANADIAN PACIFIC LIMITED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

My commission is for life



CHAMBER OF NOTARIES OF QUEBEC

PROVINCE OF QUEBEC
CANADA

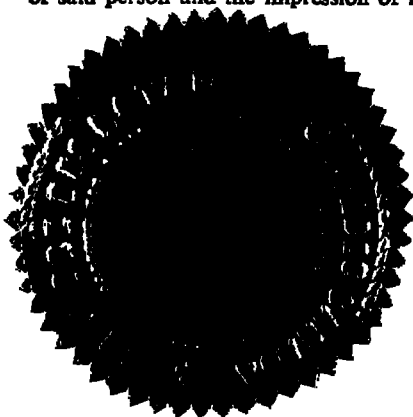
I, DANIELLE LORD, Secretary of the Chamber of Notaries of Quebec, Canada, said Chamber having its Seat, in the City of Montreal, organized under the laws of said Province of Quebec, and being the sole and only Chamber of Record for all Notaries in said Province, said Chamber having a seal, the whole as enacted by the law 17-18 Elizabeth II, 1968, ch. 70, and amended on July 6th, 1973 to concord with the Professional Code which came into force February 1st, 1974.

DO HEREBY CERTIFY that ME ANDRE GROULX, NOTARY-----
residing at Montreal----- in the Judicial District of Montreal-----
of said Province, who signed the certificate of proof of acknowledgment on the hereunto attached instrument, was at the time of taking such proof of acknowledgment a practising Notary and Public Officer, having been duly commissioned and sworn as such and his name is entered on the Roll of the Order of Notaries of said Province of Quebec, that his jurisdiction extends over the whole of said Province of Quebec and his term of office is for life; that therefore he is at the date hereon a person authorized to take and certify affidavits and solemn declarations and to take proof and acknowledgment of all deeds and other instruments, and to certify as such Notary both originals and copies thereof or either of them to be recorded in said Province, the whole in accordance with and as required by the said Notarial Act and the laws of said Province of Quebec.

AND moreover I have compared the signature: " Andre Groulx, notary----- " affixed to said instrument, with that deposited in the "Register of official signatures of Notaries" (said Register being kept only by me and remaining of record only in my office), and, as required by said Notarial Act and laws, such signature is the Official signature of said person and the impression of his official seal on said certificate is also genuine.

THAT further in my said capacity of Secretary of the said Chamber of Notaries, I am the only authority under the laws of said Province to issue the present certificate.

WITNESS my hand and the official seal of said Chamber of Notaries at Montreal,
this Seventeenth day of January one thousand nine hundred
and eighty-four.



DANIELLE LORD
Secretary